

BALL JANIK LLP

A T T O R N E Y S

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RECORDATION NO. 22322 RILDO

AUG 18 '99

11:30AM

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

August 18, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of July 30, 1999. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Lessee:

AG Processing, Inc.
P.O. Box 2047
Omaha, NE 68103

A description of the equipment covered by the Memorandum of Lease Agreement consists of 20 tank cars numbered AGPX 990000-990010, inclusive, 990012-990015, inclusive, 990018, and 990020-990023, inclusive.

BALL JANIK LLP

Honorable Vernon A. Williams

August 18 1999

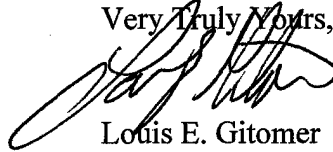
Page 2

A fee of \$ 26.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and AG Processing, Inc., P.O. Box 2047, Omaha, NE 68103, covering 20 tank cars numbered AGPX 990000-990010, inclusive, 990012-990015, inclusive, 990018, and 990020-990023, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 22322 FILED

AUG 18 '99

11:30AM

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")

AND

AG PROCESSING, INC.

July 30, 1999

Memorandum of a Lease Agreement made and entered into as of July 30, 1999
by and between Banc One Leasing Corporation ("Lessor") and AG Processing, Inc.
("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: Banc One Leasing Corporation

By: *Erin Adams*

Title: *Funding Authority*

Date: *8/14/99*

Lessee: AG Processing Inc.

By: *K.S. Grubbe*
K.S. Grubbe

Title: *Ag Processing Inc a cooperative*
CEO/Group VP Finance
Assistant Secretary/Treasurer

Date: *July 30, 1999*



EXHIBIT A
TO
MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")

AND
AG PROCESSING, INC.

20 Union Tank Rail Cars bearing the following marks and numbers

AGPX	990000
AGPX	990001
AGPX	990002
AGPX	990003
AGPX	990004
AGPX	990005
AGPX	990006
AGPX	990007
AGPX	990008
AGPX	990009
AGPX	990010
AGPX	990012
AGPX	990013
AGPX	990014
AGPX	990015
AGPX	990018
AGPX	990020
AGPX	990021
AGPX	990022
AGPX	990023

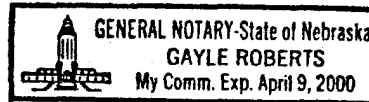
STATE OF Nebraska

COUNTY OF Douglas

On this 30th day of July, 1999, before me personally appeared K.S. Gribbe, to me personally known, who being by me duly sworn, says that he is the CFO of AG Processing Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Gayle Roberts
NOTARY PUBLIC

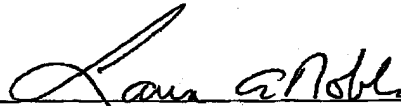
My commission expires:



STATE OF

COUNTY OF

On this 16th day of Aug, 1999, before me personally appeared Erin Adams, to me personally known, who being by me duly sworn, says that he is the Funding Authority of Banc One Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

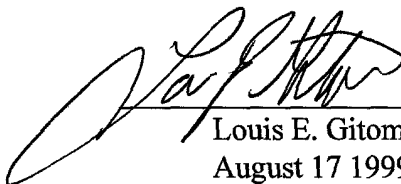
My commission expires:



LAURA A. NOBLE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES OCT. 15, 2001

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Memorandum of Lease Agreement dated as of July 30, 1999, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
August 17 1999